

RECORDATION NO. 24020-B FILED

JUN 28 02

1-0211

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**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

June 28, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Bill of Sale, dated as of June 28, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Seller: Wisconsin Central Ltd.  
c/o Canadian National Railway Company  
935 de la Gauchetiere Street West  
Montreal, Quebec  
Canada H3B 2M9

Buyer: Allfirst Bank  
25 South Charles Street  
Baltimore, MD 21202

A description of the railroad equipment covered by the enclosed document is:

159 railcars within the series WC 86000 – WC 86261

Mr. Vernon A. Williams  
June 28, 2002  
Page Two

A short summary of the document to appear in the index follows:

Bill of Sale

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr  
Enclosures

RECORDATION NO. 24020-B FILED  
JAN 28 02 1-02 PM  
SURFACE TRANSPORTATION BOARD

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that WISCONSIN CENTRAL LTD., an Illinois corporation ("Seller"), in consideration of the sum of \$10.00 and other good and valuable consideration paid by ALLFIRST BANK ("Buyer") pursuant to the terms of the Purchase and Sale Agreement dated as of June 28, 2002 between Seller and Buyer, has granted, bargained, sold, conveyed, transferred, and delivered and by these presents does hereby bargain, sell, grant, convey, transfer, and deliver unto Buyer the units of equipment described on Schedule A attached hereto and made a part hereof.

TO HAVE AND TO HOLD the same unto Buyer, its successors and assigns, for its and their own use and behoof, forever.

And the Seller does for itself and its successors and assigns covenant and agree with Buyer to warrant and defend title to such units of equipment hereby sold unto Buyer, its successors and assigns against all and every person and persons whomsoever.

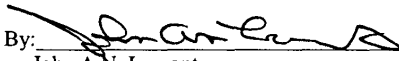
And the Seller does for itself and its successors and assigns warrant and represent to Buyer that the title conveyed is good, its transfer is rightful; and such units of equipment are, have been, or shall be delivered free from any security interest or other lien or encumbrance arising through Seller.

SUCH UNITS OF EQUIPMENT SHALL BE SOLD TO BUYER BY SELLER ON AN "AS-IS, WHERE-IS BASIS, WITH ALL FAULTS," WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITIONS OF SUCH UNITS OF EQUIPMENT, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SELLER BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed as of this 28th day of June, 2002.

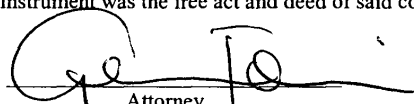
WISCONSIN CENTRAL LTD.,  
Lessee

By:   
John A.N. Lamont  
Senior Manager Asset Finance

Address: c/o Canadian National Railway  
Company  
935 de La Gauchetiere St. West  
Montreal, Quebec H3B 2M9  
Attention: Senior Manager Asset Finance  
Facsimile: 514-399-8038

PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL

On this 27<sup>th</sup> day of June, 2002, before me personally appeared John A.N. Lamont to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of Wisconsin Central Ltd., that said instrument was signed by him, on behalf of said corporation by authority of its Board of Directors and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Attorney

Bar Number: 190021-8

**SCHEDULE A**  
to Bill of Sale

**DESCRIPTION OF UNITS OF EQUIPMENT**

One-hundred fifty-nine (159) covered hopper railcars, built by National Steel Car Limited in Hamilton, Ontario, as more particularly described hereinbelow:

<b>Car Initial</b>	<b>Car Number</b>	<b>AAR Type</b>	<b>Year Built</b>	<b>Cubic Capacity</b>	<b>Plate</b>	<b>Pockets</b>
WC	86000	C113	79	4650	C	4
WC	86001	C113	79	4650	C	4
WC	86002	C113	79	4650	C	4
WC	86003	C113	79	4650	C	4
WC	86004	C113	79	4650	C	4
WC	86005	C113	79	4650	C	4
WC	86007	C113	79	4650	C	4
WC	86008	C113	79	4650	C	4
WC	86009	C113	79	4650	C	4
WC	86010	C113	79	4650	C	4
WC	86011	C113	79	4650	C	4
WC	86012	C113	79	4650	C	4
WC	86013	C113	79	4650	C	4
WC	86014	C113	79	4650	C	4
WC	86015	C113	79	4650	C	4
WC	86016	C113	79	4650	C	4
WC	86017	C113	79	4650	C	4
WC	86018	C113	79	4650	C	4
WC	86019	C113	79	4650	C	4
WC	86020	C113	79	4650	C	4
WC	86021	C113	79	4650	C	4
WC	86022	C113	79	4650	C	4
WC	86023	C113	79	4650	C	4
WC	86024	C113	79	4650	C	4
WC	86025	C113	79	4650	C	4
WC	86026	C113	79	4650	C	4
WC	86027	C113	79	4650	C	4
WC	86028	C113	79	4650	C	4
WC	86029	C113	79	4650	C	4
WC	86030	C113	79	4650	C	4
WC	86031	C113	79	4650	C	4
WC	86032	C113	79	4650	C	4
WC	86033	C113	79	4650	C	4
WC	86034	C113	79	4650	C	4
WC	86035	C113	79	4650	C	4
WC	86036	C113	79	4650	C	4

WC	86037	C113	79	4650	C	4
WC	86038	C113	79	4650	C	4
WC	86039	C113	79	4650	C	4
WC	86040	C113	79	4650	C	4
WC	86041	C113	79	4650	C	4
WC	86042	C113	79	4650	C	4
WC	86043	C113	79	4650	C	4
WC	86044	C113	79	4650	C	4
WC	86045	C113	79	4650	C	4
WC	86046	C113	79	4650	C	4
WC	86047	C113	79	4650	C	4
WC	86048	C113	79	4650	C	4
WC	86049	C113	79	4650	C	4
WC	86050	C113	79	4650	C	4
WC	86051	C113	79	4650	C	4
WC	86052	C113	79	4650	C	4
WC	86053	C113	79	4650	C	4
WC	86054	C113	79	4650	C	4
WC	86055	C113	79	4650	C	4
WC	86056	C113	79	4650	C	4
WC	86058	C113	79	4650	C	4
WC	86059	C113	79	4650	C	4
WC	86060	C113	79	4650	C	4
WC	86061	C113	79	4650	C	4
WC	86062	C113	79	4650	C	4
WC	86063	C113	79	4650	C	4
WC	86064	C113	80	4650	C	4
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WC	86088	C113	80	4650	C	4
WC	86089	C113	80	4650	C	4
WC	86090	C113	79	4650	C	4
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WC	86093	C113	79	4650	C	4
WC	86094	C113	79	4650	C	4
WC	86095	C113	79	4650	C	4
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WC	86139	C113	79	4650	C	4

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WC	86160	C113	79	4650	C	4
WC	86161	C113	79	4650	C	4
WC	86162	C113	79	4650	C	4
WC	86163	C113	79	4650	C	4
WC	86164	C113	79	4650	C	4
WC	86261	C113	80	4650	C	4



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/28/02

  
\_\_\_\_\_  
Robert W. Alvord